Annexure - I (A) - Buyback undertaking

(on the letter head of the Company)

Listing Department Date:

National Stock Exchange of India Limited

Exchange Plaza

Bandra Kurla Complex

Bandra (E)

Mumbai-400051

Dear Sir,

Securities & Exchange Board of India (SEBI) vide Circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 read with Circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and Circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (collectively referred to as '**SEBI Circulars'**) has provided the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers pursuant to Takeovers, Buy Back and Delisting to facilitate tendering of shares and units of Infrastructure investment Trusts (InvITs) and Real estate investment Trusts (REITs) by the shareholders / unitholders.

In view of the above we, _____ (Name of the Company) wish to offer a buyback of _____ (no. of shares / units) equity shares/units of face value Rs. (amount) each and wish to avail the 'Tender Offer facility' provided by the National Stock Exchange of India Limited (hereinafter referred to as 'Exchange') for acquiring shares / units based on the SEBI Circulars. We, therefore, request you to kindly allow us to use web based Tender offer facilities provided by the Exchange. Please find attached details regarding the Buyback Offer as enclosed in Annexure I (D).

We shall undertake to comply with all terms and conditions of 'Tender Offer facility' scheme mentioned in the SEBI Circulars and Exchange Circular _____ dated _____

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(‘**Applicable Exchange Circular’**) and any other circular issued by the Exchange or SEBI in this regard from time to time.

We shall ensure that the buyback of securities shall be in compliance with SEBI (Buyback of Securities) Regulations, 2018, Companies Act 2013, and other applicable regulations /guidelines/circulars as may be issued by SEBI / Exchange/Clearing corporation from time to time.

For availing the above mentioned services, we undertake to pay all the fees/charges as per the applicable fees structure in advance to the Exchange.

We shall undertake to nominate a contact person to be responsible to coordinate with the Exchange to promptly redress all grievances of the shareholder against the Company.

We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by the Exchange from time to time.

Thanking you.

Yours faithfully
For (name of the company)

(Authorized Signatory)

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Annexure – I (B) – Delisting undertaking

(on the letter head of the Acquirer/Company)

Listing Department Date:

National Stock Exchange of India Limited

Exchange Plaza

Bandra Kurla Complex

Bandra (E)

Mumbai-400051

Dear Sir / Madam,

Securities & Exchange Board of India (SEBI) vide Circular No. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 read with circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and Circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (collectively referred to as 'SEBI Circulars') has provided the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers pursuant to Takeovers, Buy Back and Delisting to facilitate tendering of shares and units of Infrastructure investment Trusts (InvITs) and Real estate investment Trusts (REITs) by the shareholders / unitholders.

In view of the above I/we, (Name of the company/acquirer) wish to acquire _____ (no. of shares) equity shares/units of face value Rs. (amount) each pursuant to Delisting offer and wish to avail the 'Tender Offer facility' provided by the National Stock Exchange of India Limited (hereinafter referred to as 'Exchange') for acquiring shares / units based on the SEBI Circulars. I/ We, therefore, request you to kindly allow us to use web based Tender offer facilities provided by the Exchange. Please find attached details regarding the Delisting Offer as enclosed in Annexure I (D).

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We shall undertake to comply with all terms and condition of 'Tender Offer facility' scheme mentioned in the the SEBI Circulars and Exchange Circular _____ dated _____ ('**Applicable Circulars**') and any other circular issued by the Exchange or SEBI in this regard from time to time. We shall ensure that the acquisition of shares / units under the delisting offer shall be in compliance with SEBI (Delisting) Regulations, 2021, Companies Act 2013, and other applicable regulations /guidelines/circulars as may be issued by SEBI / Exchange/Clearing corporation from time to time.

For availing the above mentioned services, we undertake to pay all the fees/charges as per the applicable fees structure in advance to the Exchange.

I/We shall undertake to nominate a contact person to be responsible to coordinate with the Exchange to promptly redress all grievances of the shareholder/unitholders against the Company.

I/We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by the Exchange from time to time.

Thanking you.

Yours faithfully
For (Acquirer/Company)

(Authorized Signatory)

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Annexure - I (C) - Takeover undertaking

(on the letter head of the Acquirer/Company)

Listing Department Date:

National Stock Exchange of India Limited

Exchange Plaza

Bandra Kurla Complex

Bandra (E)

Mumbai-400051

Dear Sir / Madam,

Securities & Exchange Board of India (SEBI) vide Circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 read with circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and Circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (collectively referred to as 'SEBI Circulars') has provided on the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers pursuant to Takeovers, Buy Back and Delisting to facilitate tendering of shares and units of Infrastructure investment Trusts (InvITs) and Real estate investment Trusts (REITs) by the shareholders / unitholders.

In view of the above I/we (Name of the Company/acquirer) wish to acquire _____ (no. of shares) equity shares/units of face value Rs. (amount) each and wish to avail the 'Tender Offer facility' provided by the National Stock Exchange of India Limited (hereinafter referred to as 'Exchange') for acquiring shares / units based on the SEBI Circulars. I/ We, therefore, request you to kindly allow us to use web based Tender offer facilities provided by the Exchange. Please find attached details regarding the Takeover Offer as enclosed in Annexure I (D).

We shall undertake to comply with all terms and condition of 'Tender Offer Facility' scheme mentioned in the SEBI Circulars and Exchange Circular _____ dated _____('**Applicable Exchange Circular**') and any other circular issued by the Exchange or SEBI in this regard from time to time.

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We shall ensure that the acquisition of shares/units under the takeover offer shall be in compliance with SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011, Companies Act 2013, and other applicable regulations /guidelines/circulars as may be issued by SEBI / Exchange/Clearing corporation from time to time

For availing the above mentioned services, we undertake to pay all the fees/charges as per the applicable fees structure in advance to the Exchange.

I/We shall undertake to nominate a contact person to be responsible to coordinate with the Exchange to promptly redress all grievances of the shareholder/unitholders against the Company.

I/We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by the Exchange from time to time.

Thanking you.

Yours faithfully

For (Acquirer/Company)

(Authorized Signatory)

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Annexure - I (D) - Buyback/Takeover/Delisting issue details

(on the letter head of the Merchant banker)

Listing Department Date:

National Stock Exchange of India Limited

Exchange Plaza

Bandra Kurla Complex

Bandra (E)

Mumbai-400051

I/We (name of the company/acquirer) intend to use the 'Tender Offer Facility' for our upcoming Buyback/Takeover/Delisting offer under the SEBI (Buy Back of Securities) Regulations, 2018 / SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 / SEBI (Delisting of Equity Shares) Regulations, 2021.The details of the offer are as under:

Tender offer type	Buyback/ Takeover/ Delisting
Target Company/ Security name	
Symbol	
ISIN	
Exchange on which Tender Offer shall be available	
Offer Quantity	
Indicative Price (Only in Case of Delisting)	
Lot size	
Face value	
Tick size	
Floor Price/Offer price	
Offer start date	
Offer end date	
Buyer Member name	
Buyer Member code	
Buyer client code	
Acquirer/Company name and email id	
Designated CC	
Merchant banker email id	
RTA Name, contact no. and email id	

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Demat a/c no. of Acquirer/Company (16 digit)	
Escrow Bank name, Branch name and IFSC code.	
Escrow Bank account number	
Cutoff date & time (for RTA to provide Acceptance details to NSCCL)	Date - Time -11:00 AM
Settlement Date and time	
Acquirer/ Company's Contact Person for shareholder grievance redressal	
Enclosures: Bank Confirmation Letter for initial deposit as specified by SEBI in its Regulations.	To be attached

The information furnished above is true to the best of our knowledge and belief and I/we undertake to inform that all necessary checks have been performed by us.

Yours sincerely,

For (name of the BRLM)

Authorized Signatory

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Annexure - I (E) - Letter of Appointment

(On the letter head of the Acquirer/Company)

Listing Department Date:
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai-400051

SUB: Letter of appointment of Clearing Member & Merchant banker for the (Buyback/Takeover/Delisting) offer under the 'Tender Offer Facility'

Dear Sir,

This is to confirm that we have appointed M/s (Name of the company) a clearing member of the Exchange having member code (TM Code) as a buying clearing member and M/s (Name of the company) as a merchant banker for the (Buyback/Takeover/Delisting) offer of (Name of the Target Company) under the 'Tender Offer Facility'. The Offer open period is from (Start date) to (End date).

Thanking you.

Yours faithfully
For (name of the company)

(Authorized Signatory)

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Annexure – I (F) – Counter Offer undertaking

(on the letter head of the Acquirer/Company)

Listing Department Date:

National Stock Exchange of India Limited

Exchange Plaza

Bandra Kurla Complex

Bandra (E)

Mumbai-400051

Dear Sir / Madam,

Securities & Exchange Board of India (SEBI) vide circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/35 dated March 13, 2019 has permitted promoter(s) / acquirers (s) to make **'Counter Offer'** in case of price discovered through Reverse Book Building (Delisting) is not acceptable to the promoter(s) / acquirer(s).

In view of the above I/we (Name of the company/acquirer) wish to acquire _____ (no. of shares) equity shares/units of face value Rs. (amount) each and wish to avail the withdrawal window and subsequent 'Counter Offer facility' provided by the Exchange based on the above SEBI Circular. I/ We, therefore, request you to kindly allow us to use web based withdrawal window and Counter offer facilities and oblige. Please find attached details regarding the Offer as enclosed in Annexure I (G).

The withdrawal window shall open from (Start date) to (End date). Subsequently counter offer shall open from (Start date) to (End date).

We shall undertake to comply with all terms and condition of the scheme mentioned in the SEBI Circular and Exchange Circular _____ dated _____('**Applicable Exchange Circular**') and any other circular issued by the Exchange or SEBI in this regard from time to time.

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We shall ensure that the acquisition of shares / units under the delisting offer shall be in compliance with SEBI (Delisting of Equity Shares) Regulations, 2021, Companies Act 2013, and other applicable regulations /guidelines/circulars as may be issued by SEBI / Exchange/Clearing corporation from time to time

For availing the above mentioned services, we undertake to pay all the fees/charges as per the applicable fees structure in advance to the Exchange.

I/We shall undertake to nominate a contact person to be responsible to coordinate with the Exchange to promptly redress all grievances of the shareholder/unitholders against the Company.

I/We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by the Exchange from time to time.

Thanking you.

Yours faithfully
For (Acquirer/Company)

(Authorized Signatory)

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Annexure - I (G) – Counter offer delisting issue details

(on the letter head of the Merchant banker)

Listing Department Date:

National Stock Exchange of India Limited

Exchange Plaza

Bandra Kurla Complex

Bandra (E)

Mumbai-400051

I/We (name of the company/acquirer) intend to use the 'Counter Offer Facility' for Delisting offer under the SEBI (Delisting of Equity Shares) Regulations, 2021 along with SEBI (Delisting of Equity Shares) Regulations, 2015.The details of the offer are as under:

Offer Type	Withdrawal & Counter offer Delisting
Target Company/ Security name	
Symbol for counter offer	
ISIN	
Offer Quantity	
Exchange on which Counter Offer shall be available	NSE (Exclusive) / NSE & BSE
Lot size	
Face value	
Tick size	
Counter Offer price	
Withdrawal symbol	
Withdrawal Window start date	DD-MMM-YYYY
Withdrawal Window end date	DD-MMM-YYYY
Buyer Member name	
Buyer Member code	
Buyer client code	
Acquirer/Company name and email id	
Designated CC	
Merchant banker email id	
RTA Name, contact no. and email id	
Demat a/c no. of Acquirer/Company (16 digit)	

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Counter Offer start date	DD-MMM-YYYY
Counter Offer end date	DD-MMM-YYYY
Cutoff date & time (for RTA to provide Acceptance details to NSCCL)	Date - Time -11:00 AM
Settlement Date and time	
Acquirer/ Company's Contact Person for shareholder/unitholder grievance redressal	
Enclosures: Bank Confirmation Letter for initial deposit as specified by SEBI in its Regulations.	To be attached

The information furnished above is true to the best of our knowledge and belief and I/we undertake to inform that all necessary checks have been performed by us.

Yours sincerely,

For (name of the BRLM)

Authorized Signatory

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Annexure - I (H) – Undertaking for providing Exit Opportunity to Dissenting Shareholder

(on the letter head of the Company/Acquirer)

Listing Department Date:

National Stock Exchange of India Limited

Exchange Plaza

Bandra Kurla Complex

Bandra (E)

Mumbai-400051

Dear Sir,

Securities & Exchange Board of India (SEBI) vide Circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 read with Circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and Circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (collectively referred to as '**SEBI Circulars'**) has provided the Mechanism for acquisition of shares through Stock Exchange.

In view of the above, we (Name of the company/Acquirer) wish to avail the 'Tender Offer facility' provided by the National Stock Exchange of India Limited (hereinafter referred to as '**Exchange**') for providing Exit Opportunity to Dissenting Shareholders for (No. of shares) equity shares of face value Rs. (face value) each based on the SEBI Circulars. We, therefore, request you to kindly allow us to use web based Tender offer facilities provided by the Exchange. Please find attached details regarding the Offer as enclosed in Annexure ____.

We shall undertake to comply with all terms and condition of 'Tender Offer facility' scheme mentioned in the SEBI Circulars and Exchange Circular _____ dated _____**('Applicable Exchange Circular')** any other circular issued by the Exchange or SEBI in this regard from time to time.

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We shall ensure that the Exit Opportunity to Dissenting Shareholders shall be in compliance with Regulations 59 and 157 and Regulation 281A of the ICDR Regulations (for SME companies) and Schedule XX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable regulations /guidelines/circulars as may be issued by SEBI / Exchange/ Clearing Corporation from time to time.

For availing the above mentioned services, we undertake to pay all the fees/charges as per the applicable fees structure in advance to the Exchange.

We shall undertake to nominate a contact person to be responsible to coordinate with the Exchange to promptly redress all grievances of the shareholder against the Company.

We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by the Exchange from time to time.

Thanking you.

Yours faithfully
For (name of the company)

(Authorized Signatory)

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Annexure - I (I) – Undertaking for providing Exit Opportunity to Dissenting Unitholders

(on the letter head of the Company/Acquirer)

Listing Department Date:

National Stock Exchange of India Limited

Exchange Plaza

Bandra Kurla Complex

Bandra (E)

Mumbai-400051

Dear Sir,

Securities & Exchange Board of India (SEBI) vide Circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 read with Circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and Circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (collectively referred to as '**SEBI Circulars**') has provided the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers pursuant to Takeovers, Buy Back and Delisting to facilitate tendering of shares.

SEBI vide Chapter 13 of SEBI Master Circular SEBI/HO/DDHS-PoD-2/P/CIR/2023/116 dated July 06, 2023 ('**Master circular for REITs'**) and Chapter 11 of SEBI Master Circular SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 ('**Master Circular for InvIT**') (Collectively referred as "**Master Circulars on REITs and InvITs**") provided manner and mechanism of providing exit option to dissenting unitholders pursuant to provisions of SEBI Real Estate Investment Trust ('**SEBI REITs Regulations'**) or SEBI Infrastructure Investment Trusts Regulation, 2014 ('**SEBI InvIT Regulations**') . SEBI vide its Master Circulars on REITS and InvITS clarified that the tendering of units by the unit holders and settlement of the same shall be facilitated through the stock exchange mechanism as per SEBI Circulars.

In view of the above we (Name of the Acquirer) wish to avail the 'Tender Offer facility' provided by the National Stock Exchange of India Limited (hereinafter referred to as '**Exchange'**) for providing Exit Opportunity to Dissenting Unitholders for (No. of units) units of face value Rs. (face value) each based on the SEBI Circulars and Master Circular for REITs or Master Circular for InvITs. We, therefore, request you to kindly allow us to use web based Tender offer facilities provided by the Exchange. Please find attached details regarding the offer as enclosed in _____.

We shall undertake to comply with all terms and condition of 'Tender Offer facility' scheme mentioned in the SEBI Circulars and Exchange Circular _____ dated _____ **('Applicable Exchange Circular')** and any other circular issued by the Exchange or SEBI in this regard from time to time.

We shall ensure that the Exit Opportunity to Dissenting Unitholders shall be in compliance with Master Circular for REITs read with SEBI REITs Regulations or Master Circular for InvITs read with SEBI InvITs Regulations and other applicable regulations /guidelines/circulars as may be issued by SEBI / Exchange/Clearing corporation from time to time.

For availing the above mentioned services, we undertake to pay all the fees/charges as per the applicable fees structure in advance to the Exchange.

We shall undertake to nominate a contact person to be responsible to coordinate with the Exchange to promptly redress all grievances of the unitholders against the Company.

We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by the Exchange from time to time.

Thanking you.
Yours faithfully
For (name of the company)

(Authorized Signatory)

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